

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

In the Matter of)	
)	
Petition of WorldCom, Inc.)	
Pursuant to Section 252(e)(5) of the)	CC Docket No. 00-_____
Communications Act for Expedited)	
Preemption of the Jurisdiction of the)	
Virginia State Corporation Commission)	
Regarding Interconnection Disputes		
with Verizon-Virginia, Inc. And for		
Expeditious Arbitration		

AFFIDAVIT OF CARL D. GIESY

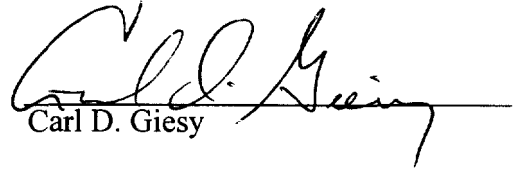
1. I, Carl D. Giesy, am employed by WorldCom, Inc., the parent company of MCI WorldCom Communications of Virginia, Inc. ("MFS") and MCImetro Access Transmission Services, Inc. ("MCImetro"), as the Regional Director for the mid-Atlantic states in the Law and Public Policy Group.
2. MFS and MCImetro are competitive local exchange carriers ("CLECs"), providing, among other services, local telephone services in the Commonwealth of Virginia in competition with Bell Atlantic-Virginia, now known as Verizon Virginia ("Bell Atlantic" or "Verizon").
3. MFS and MCImetro entered into interconnection agreements with Bell Atlantic in Virginia on July 16, 1996 and June 13, 1997, respectively. On October 11, 1996 and July 17, 1997, respectively, the Virginia Commission approved those agreements pursuant to its authority granted in section 252(e) of the Act.
4. The original MFS interconnection agreement expired on September 28, 1999. Therefore, on September 28, 1999, MFS opted into the MCImetro agreement pursuant to section 252(i) of the Act. On April 25, 2000, the Virginia Commission approved the adoption. Although the MCImetro and MFS agreements expired on July 17, 2000, the terms of these agreements continue on a month-to-month basis until a successor agreement becomes effective.

5. On March 3, 2000, MFS and MCImetro requested negotiations with Bell Atlantic pursuant to section 252(a) of the Act. WorldCom requested that the parties use the existing interconnection agreement as the basis for negotiations on the belief that that would minimize issues between the parties. Bell Atlantic opposed this request, and on March 16, 2000, Bell Atlantic insisted that negotiations would take place only if WorldCom agreed to work from the model or template generic agreement that Bell Atlantic had devised. The Bell Atlantic template bore little resemblance to the existing, approved interconnection agreement between MFS/MCImetro and Bell Atlantic. As a result, no substantive discussion of issues ever took place between the parties.
6. WorldCom, believed, as it maintains now, that the parties should use the existing agreement as the basis for negotiation. The existing agreements have been approved by the Virginia Commission, have been through court review and are the basis for operation today. Moreover, because the Bell Atlantic template agreement incorporates provisions that are patently illegal (in WorldCom's opinion), the parties would be forced to use significant time to argue over issues that have already been decided in the regulatory arena. Interestingly, in prior negotiations Bell Atlantic had insisted that negotiations between the parties for an interconnection agreement in the State of Maryland be based on the existing Virginia agreement between Bell Atlantic and MCImetro.
7. In an effort to advance the negotiation process, MFS and MCImetro requested mediation from the Virginia State Corporation Commission on April 3, 2000 on the issue of whether to employ the existing agreement or the Bell Atlantic template as the basis for negotiations. On April 28, 2000, Bell Atlantic opposed WorldCom's request for mediation claiming that it was "premature." (Consistent with its later refusal to arbitrate, the Virginia Commission did not mediate the dispute and later dismissed the request as moot after the arbitration petition was filed.)
8. At least twice between April 28 and the filing of the arbitration request, Bell Atlantic has sought to delay interconnection negotiations in Virginia. On May 30, 2000, in the context of these regional discussions, Bell Atlantic attempted to delay the onset of Virginia negotiations until June 15, 2000. On July 31, 2000, Bell Atlantic sent WorldCom a projected schedule for negotiation of interconnection agreements for its entire region. In that correspondence, Bell Atlantic proposed to send WorldCom its new Bell Atlantic template agreement and to begin negotiations for a new Virginia interconnection agreement on December 15, 2000. This was done despite the fact that MCImetro/MFS had sent the request for Section 252 negotiations to Bell Atlantic in March. In both instances, WorldCom rejected Bell Atlantic's attempts to delay negotiations in Virginia.
9. Delay in resolving the issues of the negotiations/arbitration could delay or otherwise impede WorldCom's ability to offer competitive local exchange service in the Commonwealth of Virginia. For example, existing UNE rates need to be re-examined and lowered in order to support widespread competitive residential local exchange

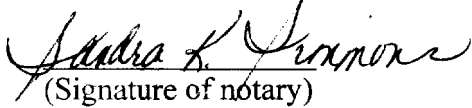
competition in Virginia. (WorldCom has entered the residential local exchange market in other Verizon states -- New York and Pennsylvania -- as well as Texas.). As a result, Verizon's attempts to delay negotiations were not acceptable to WorldCom.

10. On August 10, 2000, WorldCom filed an arbitration petition (the "Arbitration Petition") with the Virginia Commission, 160 days after WorldCom had initiated negotiations, in accordance with section 252(b) of the Act. WorldCom based its Arbitration Petition on the existing MCImetro/Bell Atlantic-VA agreement. WorldCom's petition grouped issues into three broad categories of proposed language changes from the existing agreement: 1) language changes that likely reflect genuine, substantive disputes; 2) language changes that reflect changes in law; and 3) language changes that reflect current or on-going business processes.
11. On September 5, 2000, Bell Atlantic filed a Motion to Dismiss the Arbitration Petition with the Virginia Commission. Instead of filing a substantive answer to the petition or otherwise engage on the issues raised in WorldCom's arbitration petition, Bell Atlantic argued -- incredibly -- that the Arbitration Petition was premature because substantive negotiations had not taken place. Further, Bell Atlantic claimed -- presumptuously and falsely -- that WorldCom would not be prejudiced by delaying negotiations in Virginia.
12. On September 13, 2000, the Virginia Commission dismissed the Arbitration Petition, expressly refusing to arbitrate solely pursuant to the Act and instead offering to proceed with arbitration under state law.
13. Lengthy consideration of WorldCom's preemption petition, followed by a lengthy arbitration process itself will further delay implementation of full local competition in Virginia.

14. I, Carl D. Giesy, hereby attest and state that the statements contained herein are true and correct to the best of my knowledge, information, and belief.


Carl D. Giesy

Subscribed and sworn to before me this 25th day of October, 2000.


(Signature of notary)

My Commission expires:

8/14/2004
(Appropriate date)

